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21 **UNITED STATES DISTRICT COURT**  
22 **NORTHERN DISTRICT OF CALIFORNIA**  
23 **SAN FRANCISCO DIVISION**

24 **IN RE GOOGLE PLAY STORE**  
25 **ANTITRUST LITIGATION**

26 THIS DOCUMENT RELATES TO:

27 *State of Utah et al. v. Google LLC et al.*, Case  
28 No. 3:21-cv-05227-JD

**Case No. 3:21-md-02981-JD**

**DEFENDANTS' ANSWERS AND  
DEFENSES TO STATE OF UTAH ET  
AL. COMPLAINT**

**DEMAND FOR JURY TRIAL**

## **INTRODUCTION**

Defendants Google LLC, Google Ireland Limited, Google Commerce Ltd., Google Asia Pacific Pte Ltd., Alphabet Inc., and Google Payment Corp. (collectively “Google”) answer Consumer Plaintiffs’ Consolidated First Amended Class Action Complaint, through its undersigned counsel, as set forth below.

Android, Google’s open-source mobile operating system (“OS”), is a critical source of competition against other operating systems. This competition has brought tremendous benefits to developers and users. By providing Android to smartphone manufacturers for free, Google LLC has expanded access to smartphones and the marketplace for mobile apps, creating enormous incentives for developers to invest in apps that make virtually every sector of the economy more efficient, affordable and accessible for users. These benefits have typically come at little or no cost to smartphone manufacturers, developers or users. Google’s app store, Google Play, which works on Android, created an innovative channel for the distribution and use of software apps, and a leading source of critical competition to Apple’s iOS ecosystem and App Store. Android and Google Play have been widely embraced not because of anticompetitive conduct, but because users and developers prefer Google Play when given a choice among Android app stores and distribution channels. Android device manufacturers can choose to pre-install their own or third-party app stores on Android devices, right alongside Google Play, and over 60% of Android devices come with more than one app store pre-installed. And Android users are free to download apps and app stores directly from the Internet; millions do so every day.

Far from generating anticompetitive harm, Android and Google Play bring enormous benefits to developers and users—and they do so at zero cost to users and minimal cost to developers, including the States, in the vast majority of cases. Plaintiff States’ suit threatens to undermine, rather than enhance, the very competition that has brought these benefits, and harm the same consumers the States purport to represent.

## **RESPONSE TO NUMBERED PARAGRAPHS**

The section headings in the Complaint do not require a response. To the extent that the section headings contain allegations requiring a response, Google denies all such allegations.

1           1.       Google denies the allegations in Paragraph 1, except admits that Plaintiffs purport  
2 to bring claims under Sections 1 and 2 of the Sherman Act and under state law.

3           2.       Google denies the allegations in Paragraph 2, except Google admits that Google  
4 LLC acquired the Android mobile operating system in 2005 and that Android is an open  
5 ecosystem that, at its core, has always been about openness, and respectfully refers the Court to  
6 the quoted documents for a complete and accurate statement of their contents.

7           3.       Google denies the allegations in Paragraph 3, except admits that one or more  
8 defendants receive a payment for in-app purchases with respect to apps distributed through Google  
9 Play, and charges up to 30% as a service fee. Google avers that Google provides benefits to  
10 developers, including discoverability made possible by distribution, e-learning opportunities, free  
11 tools for developers to effectively build apps for Android devices, testing and monitoring tools,  
12 and a global digital payment infrastructure to enable developers to transact with users using the  
13 most effective payment methods regardless of where the developers or users are located. Google  
14 further avers that Google has enabled developers to create revenue streams for themselves.  
15 Google further avers that beginning on January 1, 2018, the service fee on subscriptions with  
16 respect to apps distributed through Google Play was reduced from 30% to 15% in the second year.  
17 Google further avers that beginning on July 1, 2021, the service fee was reduced to 15% for the  
18 first \$1 million of revenue on digital goods or services every developer earns each year.

19           4.       Google denies the allegations in Paragraph 4.

20           5.       Google denies the allegations in Paragraph 5, except admits that Google users use  
21 Google Play Billing for in-app purchases with respect to apps distributed through Google Play  
22 with some exceptions, including purchasing physical goods and purchasing digital content  
23 elsewhere that is consumed within the app.

24           6.       Google admits the allegations in Paragraph 6, except that it lacks knowledge or  
25 information sufficient to form a belief as to the truth of the allegations in the last three sentences.

26           7.       Google denies the allegations in Paragraph 7.

27           8.       Google denies the allegations in Paragraph 8.

28           9.       Google denies the allegations in Paragraph 9.

1           10.     Google denies the allegations in Paragraph 10.

2           11.     Google denies the allegations in Paragraph 11, except admits that Google Play  
3 Billing is required for in-app purchases of digital content on apps distributed through the Google  
4 Play Store, and admits that in-app purchases of physical products do not require Google Play  
5 Billing.

6           12.     Google denies the allegations in Paragraph 12.

7           13.     Google denies the allegations in Paragraph 13.

8           14.     Google denies the allegations in Paragraph 14.

9           15.     Google denies the allegations in Paragraph 15.

10          16.     Google denies the allegations in Paragraph 16.

11          17.     Google denies the allegations in Paragraph 17.

12          18.     Google denies the allegations in Paragraph 18.

13          19.     Google denies the allegations in Paragraph 19, except admits that the “direct  
14 downloading of apps and app stores” is sometimes called “sideloading,” and avers that multiple  
15 app stores and access points to apps exist, as users can and do multi-home in accessing apps.

16          20.     Google denies the allegations in Paragraph 20.

17          21.     Google denies the allegations in Paragraph 21.

18          22.     Google denies the allegations in Paragraph 22.

19          23.     Google denies the allegations in Paragraph 23, except admits that Google users use  
20 Google Play Billing for purchases through Google Play with some exceptions, including  
21 purchasing physical goods and purchasing digital content elsewhere that is consumed within the  
22 app.

23          24.     Google denies the allegations in Paragraph 24.

24          25.     Google denies the allegations in Paragraph 25.

25          26.     Google denies the allegations in Paragraph 26.

26          27.     The allegations in Paragraph 27 are legal conclusions not subject to admission or  
27 denial. To the extent a response is required, Google denies the allegations in Paragraph 27.

28

1           28.     The allegations in Paragraph 28 are legal conclusions not subject to admission or  
2 denial. To the extent a response is required, Google denies the allegations in Paragraph 28.

3           29.     Google denies the allegations in Paragraph 29.

4           30.     Google denies the allegations in Paragraph 30.

5           31.     Google denies the allegations in Paragraph 31 except admits that mobile device  
6 manufacturers, wireless carriers, and app developers utilize Android and distribute apps and that  
7 tens of millions of consumers choose Android-based smartphones in the United States.

8           32.     Google denies the allegations in Paragraph 32.

9           33.     Google denies the allegations in Paragraph 33.

10          34.     The allegations in Paragraph 34 consist of Plaintiffs' characterizations of their  
11 purported claims and legal conclusions not subject to admission or denial and to which no  
12 response is required. To the extent any response is required, Google denies the allegations in  
13 Paragraph 34.

14          35.     Google denies the allegations in Paragraph 35, except admits that Google LLC is a  
15 limited liability company organized and existing under the laws of the State of Delaware with its  
16 principal place of business in Mountain View, California, and that Google LLC is a party to the  
17 Google Play Developer Distribution Agreement ("DDA"). Google further admits that Google  
18 LLC is a subsidiary of XXVI Holdings Inc., which is a Delaware corporation and a subsidiary of  
19 Alphabet Inc. Google further admits that Alphabet Inc. is a publicly traded company that is  
20 incorporated and existing under the laws of the State of Delaware and that maintains its principal  
21 executive offices in Mountain View, California. Google further admits that its products and  
22 services include Android OS, Chrome, Gmail, Drive, Maps, Google Play, Search YouTube,  
23 Google Cloud, and Search Ads 360.

24          36.     Google denies the allegations in Paragraph 36, except admits that Google Ireland  
25 Limited is organized under the laws of Ireland with its principal place of business in Dublin,  
26 Ireland, is a subsidiary of Google LLC, and is a party to the DDA.

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1           37. Google denies the allegations in Paragraph 37, except admits that Google  
2 Commerce Ltd. is organized under the laws of Ireland with its principal place of business in  
3 Dublin, Ireland and is a party to the DDA.

4           38. Google denies the allegations in Paragraph 38, except admits that Google Asia  
5 Pacific Pte. Ltd. is organized under the laws of Singapore with its principal place of business in  
6 Mapletree Business City, Singapore, and is a party to the DDA.

7           39. Google denies the allegations in Paragraph 39, except admits that Google Payment  
8 Corp. is a Delaware corporation with its principal place of business in Mountain View, California  
9 and is a subsidiary of Google LLC.

10          40. Google denies the allegations of Paragraph 40, except admits that Alphabet Inc. is a  
11 Delaware corporation with its principal place of business in Mountain View, California.

12          41. The allegations in the first sentence in Paragraph 41 are legal conclusions not  
13 subject to admission or denial. To the extent a response is required, Google does not dispute  
14 subject matter jurisdiction. Google admits the allegations in the second sentence in Paragraph 41.

15          42. The allegations in Paragraph 42 are legal conclusions not subject to admission or  
16 denial. To the extent a response is required, Google does not dispute—for purposes of this action  
17 only—personal jurisdiction of this Court or the venue of this action.

18          43. The allegations in Paragraph 43 are legal conclusions not subject to admission or  
19 denial. To the extent a response is required, Google does not dispute—for purposes of this action  
20 only—the venue of this action.

21          44. Google admits the allegations in Paragraph 44.

22          45. Google admits the allegations in Paragraph 45.

23          46. Google denies the allegations in Paragraph 46, except admits the allegations in the  
24 first and last sentences.

25          47. Google admits the allegations in Paragraph 47.

26          48. Google denies the allegations in Paragraph 48, except admits that original  
27 equipment manufacturers (“OEMs”) frequently pre-install an OS on each mobile device.  
28

1           49.     Google denies the allegations in Paragraph 49, except admits that most mobile  
2 device manufacturers do not develop their own OSs. Google is without knowledge or information  
3 sufficient to form a belief as to the truth of the allegations in Paragraph 49 about Apple.

4           50.     Google denies the allegations in Paragraph 50, except that Google is without  
5 knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph  
6 50 about Apple.

7           51.     Google denies the allegations in Paragraph 51.

8           52.     Google admits the allegations in Paragraph 52.

9           53.     Google denies the allegations in Paragraph 53, except admits that Google LLC  
10 acquired the Android mobile operating system in 2005.

11          54.     Google denies the allegations in Paragraph 54.

12          55.     Google denies the allegations in Paragraph 55, and avers that evidence shows that  
13 users can and do switch and multi-home among and between mobile and nonmobile ecosystems,  
14 including between Android and iOS.

15          56.     Google denies the allegations in Paragraph 56.

16          57.     Google denies the allegations in Paragraph 57.

17          58.     Google denies the allegations in Paragraph 58.

18          59.     Google denies the allegations in Paragraph 59.

19          60.     Google admits the allegations in Paragraph 60, except that Google is without  
20 knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph  
21 84 about why consumers typically obtain additional applications.

22          61.     Google denies the allegations in Paragraph 61, except admits the allegations in the  
23 second sentence.

24          62.     Google denies the allegations in Paragraph 62.

25          63.     Google denies the allegations in Paragraph 63.

26          64.     Google denies the allegations in Paragraph 64, except admits that the “direct  
27 downloading of apps by consumers without using an app store” is sometimes called “sideloading,”  
28

1 and avers that multiple app stores and access points to apps exist, as users can and do multi-home  
2 in accessing apps.

3 65. Google denies the allegations in Paragraph 65.

4 66. Google denies the allegations in Paragraph 66, and avers that evidence shows that  
5 users can and do switch and multi-home among and between mobile and nonmobile ecosystems,  
6 including between Android and iOS.

7 67. Google denies the allegations in Paragraph 67.

8 68. Google denies the allegations in Paragraph 68.

9 69. Google denies the allegations in Paragraph 69, and respectfully refers the Court to  
10 the cited document for a complete and accurate statement of its contents.

11 70. Google denies the allegations in Paragraph 70.

12 71. Google denies the allegations in Paragraph 71.

13 72. Google denies the allegations in Paragraph 72.

14 73. Google denies the allegations in Paragraph 73.

15 74. Google denies the allegations in Paragraph 74.

16 75. Google denies the allegations in Paragraph 75.

17 76. Google denies the allegations in Paragraph 76, and respectfully refers the Court to  
18 the cited documents for a complete and accurate statement of their contents.

19 77. Google denies the allegations in Paragraph 77, except admits that consumers can  
20 download apps on Android devices from competing app stores or through sideloading.

21 78. Google denies the allegations in Paragraph 78.

22 79. Google denies the allegations in Paragraph 79, except that Google admits that  
23 Google LLC owns Android OS.

24 80. Google denies the allegations in Paragraph 80, and respectfully refers the Court to  
25 the cited document for a complete and accurate statement of its contents.

26 81. Google denies the allegations in Paragraph 81, and respectfully refers the Court to  
27 the cited documents for a complete and accurate statement of their contents.



1           82. Google denies the allegations in Paragraph 82, and respectfully refers the Court to  
2 the cited documents for a complete and accurate statement of their contents.

3           83. Google denies the allegations in Paragraph 83, and respectfully refers the Court to  
4 the cited documents for a complete and accurate statement of their contents.

5           84. Google denies the allegations in Paragraph 84, except that Google is without  
6 knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph  
7 84 about what Amazon has said.

8           85. Google denies the allegations in Paragraph 85, and respectfully refers the Court to  
9 the cited documents for a complete and accurate statement of their contents.

10          86. Google denies the allegations in Paragraph 86, and respectfully refers the Court to  
11 the cited documents for a complete and accurate statement of their contents.

12          87. Google denies the allegations in Paragraph 87, and respectfully refers the Court to  
13 the cited documents for a complete and accurate statement of their contents.

14          88. Google denies the allegations in Paragraph 88, and respectfully refers the Court to  
15 the cited documents for a complete and accurate statement of their contents.

16          89. Google denies the allegations in Paragraph 89, and respectfully refers the Court to  
17 the cited documents for a complete and accurate statement of their contents.

18          90. Google denies the allegations in Paragraph 90.

19          91. Google denies the allegations in Paragraph 91, and respectfully refers the Court to  
20 the cited documents for a complete and accurate statement of their contents.

21          92. Google denies the allegations in Paragraph 92, except admits that Android 12  
22 includes modifications related to third-party app stores and that in certain instances sideloaded  
23 apps do not automatically update in the background on the Android OS. Google is without  
24 knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph  
25 92 about what Amazon has said.

26          93. Google denies the allegations in Paragraph 93.

27          94. Google denies the allegations in Paragraph 94, and respectfully refers the Court to  
28 the cited documents for a complete and accurate statement of their contents.

1           95. Google denies the allegations in Paragraph 95, and respectfully refers the Court to  
2 the cited documents for a complete and accurate statement of their contents.

3           96. Google denies the allegations in Paragraph 96, except admits that Aptoide was  
4 flagged as “harmful.”

5           97. Google denies the allegations in Paragraph 97, except that Google admits the  
6 existence of Portuguese litigation involving Aptoide, and that Google is without knowledge or  
7 information sufficient to form a belief as to the truth of the allegations in the first sentence about  
8 the findings of the purported “independent study.”

9           98. Google denies the allegations in Paragraph 98, and respectfully refers the Court to  
10 the cited documents for a complete and accurate statement of their contents.

11           99. Google denies the allegations in Paragraph 99.

12           100. Google denies the allegations in Paragraph 100.

13           101. Google denies the allegations in Paragraph 101, except admits that one or more  
14 defendants have entered into agreements with OEMs and respectfully refers the Court to the cited  
15 documents for a complete and accurate statement of their contents.

16           102. Google denies the allegations in Paragraph 102, and respectfully refers the Court to  
17 the cited documents for a complete and accurate statement of their contents.

18           103. Google denies the allegations in Paragraph 103, except admits that developers are  
19 generally required to enter into the DDA to distribute apps through Google Play. Google further  
20 admits that DDA, Section 4.5 states, “You may not use Google Play to distribute or make  
21 available any Product that has a purpose that facilitates the distribution of software applications  
22 and games for use on Android devices outside of Google Play.” Google respectfully refers the  
23 Court to the cited documents for a complete and accurate statement of their contents.

24           104. Google denies the allegations in Paragraph 104, and respectfully refers the Court to  
25 the cited documents for a complete and accurate statement of their contents.

26           105. Google denies the allegations in Paragraph 105, and respectfully refers the Court to  
27 the cited documents for a complete and accurate statement of their contents.

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1           106. Google denies the allegations in Paragraph 106, and respectfully refers the Court to  
2 the cited documents for a complete and accurate statement of their contents.

3           107. Google denies the allegations in Paragraph 107.

4           108. Google denies the allegations in Paragraph 108, except admits that one or more  
5 defendants offer an App Campaigns program, and respectfully refers the Court to the cited  
6 documents for a complete and accurate statement of their contents.

7           109. Google denies the allegations in Paragraph 109.

8           110. Google denies the allegations in Paragraph 110, except admits that one or more  
9 defendants have agreements called Mobile Application and Distribution Agreements (“MADAs”)  
10 and optional Revenue Share Agreements (“RSAs”) with some OEM and mobile network operator  
11 (“MNO”) partners, and respectfully refers the Court to the cited documents for a complete and  
12 accurate statement of their contents.

13           111. Google denies the allegations in Paragraph 111, and respectfully refers the Court to  
14 the cited document for a complete and accurate statement of its contents.

15           112. Google denies the allegations in Paragraph 112, and respectfully refers the Court to  
16 the cited documents for a complete and accurate statement of their contents. Google admits that  
17 mobile manufacturers have a choice whether to enter into a MADA to distribute devices with  
18 proprietary Google apps, including the Google Play Store, and that these agreements contain  
19 various provisions regarding placement of certain Google apps for the initial out-of-the-box  
20 settings, though the specific terms have changed over time.

21           113. Google denies the allegations in Paragraph 113.

22           114. Google denies the allegations in Paragraph 114, and respectfully refers the Court to  
23 the cited documents for a complete and accurate statement of their contents.

24           115. Google denies the allegations in Paragraph 115, and respectfully refers the Court to  
25 the cited documents for a complete and accurate statement of their contents.

26           116. Google denies the allegations in Paragraph 116, except admits that one or more  
27 defendants offer Google Play Services, and respectfully refers the Court to the cited documents for  
28 a complete and accurate statement of their contents.

1           117. Google denies the allegations in Paragraph 117.

2           118. Google denies the allegations in Paragraph 118, and respectfully refers the Court to  
3 the cited documents for a complete and accurate statement of their contents.

4           119. Google denies the allegations in Paragraph 119, and respectfully refers the Court to  
5 the cited documents for a complete and accurate statement of their contents.

6           120. Google denies the allegations in Paragraph 120, and respectfully refers the Court to  
7 the cited documents for a complete and accurate statement of their contents.

8           121. Google denies the allegations in Paragraph 121, and respectfully refers the Court to  
9 the cited documents for a complete and accurate statement of their contents.

10          122. Google denies the allegations in Paragraph 122, and respectfully refers the Court to  
11 the cited documents for a complete and accurate statement of their contents.

12          123. Google denies the allegations in Paragraph 123, and respectfully refers the Court to  
13 the cited documents for a complete and accurate statement of their contents.

14          124. Google denies the allegations in Paragraph 124, and respectfully refers the Court to  
15 the cited documents for a complete and accurate statement of their contents.

16          125. Google denies the allegations in Paragraph 125.

17          126. Google denies the allegations in Paragraph 126, and respectfully refers the Court to  
18 the cited documents for a complete and accurate statement of their contents.

19          127. Google denies the allegations in Paragraph 127, and respectfully refers the Court to  
20 the cited documents for a complete and accurate statement of their contents.

21          128. Google denies the allegations in Paragraph 128, and respectfully refers the Court to  
22 the cited documents for a complete and accurate statement of their contents.

23          129. Google denies the allegations in Paragraph 129, except admits that one or more  
24 defendants have revenue sharing agreements with OEMs and MNOs, and respectfully refers the  
25 Court to the cited documents for a complete and accurate statement of their contents.

26          130. Google denies the allegations in Paragraph 130, and respectfully refers the Court to  
27 the cited documents for a complete and accurate statement of their contents.

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1           131. Google denies the allegations in Paragraph 131, and respectfully refers the Court to  
2 the cited documents for a complete and accurate statement of their contents.

3           132. Google denies the allegations in Paragraph 132, and respectfully refers the Court to  
4 the cited documents for a complete and accurate statement of their contents.

5           133. Google denies the allegations in Paragraph 133, except that Google is without  
6 knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph  
7 133 about Samsung's products and operations.

8           134. Google denies the allegations in Paragraph 134, except that Google is without  
9 knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph  
10 134 about Samsung's products and operations.

11           135. Google denies the allegations in Paragraph 135, and respectfully refers the Court to  
12 the cited documents for a complete and accurate statement of their contents.

13           136. Google denies the allegations in Paragraph 136, and respectfully refers the Court to  
14 the cited documents for a complete and accurate statement of their contents.

15           137. Google denies the allegations in Paragraph 137, and respectfully refers the Court to  
16 the cited documents for a complete and accurate statement of their contents.

17           138. Google denies the allegations in Paragraph 138, except that Google is without  
18 knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph  
19 138 regarding Samsung's calculation of its revenue, and respectfully refers the Court to the cited  
20 documents for a complete and accurate statement of their contents.

21           139. Google denies the allegations in Paragraph 139, and respectfully refers the Court to  
22 the cited documents for a complete and accurate statement of their contents.

23           140. Google denies the allegations in Paragraph 140, and respectfully refers the Court to  
24 the cited documents for a complete and accurate statement of their contents.

25           141. Google denies the allegations in Paragraph 141, and respectfully refers the Court to  
26 the cited documents for a complete and accurate statement of their contents.

27           142. Google denies the allegations in Paragraph 142.  
28

1           143. Google denies the allegations in Paragraph 143, and respectfully refers the Court to  
2 the cited document for a complete and accurate statement of its contents.

3           144. Google denies the allegations in Paragraph 144, and respectfully refers the Court to  
4 the cited document for a complete and accurate statement of its contents.

5           145. Google denies the allegations in Paragraph 145.

6           146. Google denies the allegations in Paragraph 146, and respectfully refers the Court to  
7 the cited document for a complete and accurate statement of its contents.

8           147. Google denies the allegations in Paragraph 147, and respectfully refers the Court to  
9 the cited document for a complete and accurate statement of its contents.

10          148. Google denies the allegations in Paragraph 148, and respectfully refers the Court to  
11 the cited document for a complete and accurate statement of its contents.

12          149. Google denies the allegations in Paragraph 149, and respectfully refers the Court to  
13 the cited document for a complete and accurate statement of its contents.

14          150. Google denies the allegations in Paragraph 150.

15          151. Google denies the allegations in Paragraph 151.

16          152. Google denies the allegations in Paragraph 152, except that Google is without  
17 knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph  
18 152 about Amazon's products and operations.

19          153. Google denies the allegations in Paragraph 153, except admits that one or more  
20 defendants operate the Chrome Web Store and that the Chrome Web Store faces competition.

21          154. Google denies the allegations in Paragraph 154.

22          155. Google denies the allegations in Paragraph 155.

23          156. Google denies the allegations in Paragraph 156.

24          157. Google denies the allegations in Paragraph 157.

25          158. Google denies the allegations in Paragraph 158, and respectfully refers the Court to  
26 the cited documents for a complete and accurate statement of their contents.

27  
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1           159. Google denies the allegations in Paragraph 159, except admits that one or more  
2 defendants have various agreements with app developers, and respectfully refers the Court to the  
3 cited document for a complete and accurate statement of its contents.

4           160. Google denies the allegations in Paragraph 160, and respectfully refers the Court to  
5 the cited document for a complete and accurate statement of its contents.

6           161. Google denies the allegations in Paragraph 161, and respectfully refers the Court to  
7 the cited document for a complete and accurate statement of its contents.

8           162. Google denies the allegations in Paragraph 162, and respectfully refers the Court to  
9 the cited document for a complete and accurate statement of its contents.

10          163. Google denies the allegations in Paragraph 163, and respectfully refers the Court to  
11 the cited document for a complete and accurate statement of its contents.

12          164. Google denies the allegations in Paragraph 164.

13          165. Google denies the allegations in Paragraph 165.

14          166. Google denies the allegations in Paragraph 166.

15          167. Google is without knowledge or information sufficient to form a belief as to the  
16 truth of the allegations in Paragraph 167.

17          168. Google is without knowledge or information sufficient to form a belief as to the  
18 truth of the allegations in Paragraph 168.

19          169. Google is without knowledge or information sufficient to form a belief as to the  
20 truth of the allegations in Paragraph 169, and respectfully refers the Court to the cited document  
21 for a complete and accurate statement of its contents.

22          170. Google denies the allegations in Paragraph 170.

23          171. Google denies the allegations in Paragraph 171, except admits that Google users  
24 use Google Play Billing for purchases through Google Play with some exceptions, including  
25 purchasing physical goods and purchasing digital content elsewhere that is consumed within the  
26 app.

27          172. Google denies the allegations in Paragraph 172.

28          173. Google denies the allegations in Paragraph 173.

- 1           174. Google denies the allegations in Paragraph 174.
- 2           175. Google denies the allegations in Paragraph 175.
- 3           176. Google denies the allegations in Paragraph 176.
- 4           177. Google denies the allegations in Paragraph 177.
- 5           178. Google denies the allegations in Paragraph 178.
- 6           179. Google denies the allegations in Paragraph 179.
- 7           180. Google denies the allegations in Paragraph 180.
- 8           181. Google denies the allegations in Paragraph 181.
- 9           182. Google denies the allegations in Paragraph 182.
- 10          183. Google denies the allegations in Paragraph 183, and respectfully refers the Court to
- 11 the cited documents for a complete and accurate statement of their contents.
- 12          184. Google admits the allegations in Paragraph 184.
- 13          185. Google denies the allegations in Paragraph 185.
- 14          186. Google denies the allegations in Paragraph 186 except admits that one or more
- 15 defendants earn revenues from the Play Store.
- 16          187. Google denies the allegations in Paragraph 187.
- 17          188. Google denies the allegations in Paragraph 188.
- 18          189. Google denies the allegations in Paragraph 189, and respectfully refers the Court to
- 19 the cited document for a complete and accurate statement of its contents.
- 20          190. Google denies the allegations in Paragraph 190, and respectfully refers the Court to
- 21 the cited document for a complete and accurate statement of its contents.
- 22          191. Google denies the allegations in Paragraph 191, except admits that one or more
- 23 defendants operate the Chrome Web Store and that the Chrome Web Store faces competition.
- 24          192. Google denies the allegations in Paragraph 192, and respectfully refers the Court to
- 25 the cited document for a complete and accurate statement of its contents.
- 26          193. Google denies the allegations in Paragraph 193, and respectfully refers the Court to
- 27 the cited documents for a complete and accurate statement of their contents.
- 28          194. Google denies the allegations in Paragraph 194.



1           195. Google admits the allegations in Paragraph 195.

2           196. Google denies the allegations in Paragraph 196, and respectfully refers the Court to  
3 those documents for a complete and accurate statement of their contents.

4           197. Google denies the allegations in Paragraph 197.

5           198. Google denies the allegations in Paragraph 198, and respectfully refers the Court to  
6 that document for a complete and accurate statement of its contents.

7           199. Google denies the allegations in Paragraph 199.

8           200. Google is without knowledge or information sufficient to form a belief as to the  
9 truth of the allegations in Paragraph 200.

10          201. Google is without knowledge or information sufficient to form a belief as to the  
11 truth of the allegations in Paragraph 201.

12          202. Google denies the allegations in Paragraph 202, except that Google is without  
13 knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph  
14 202 about the products and operations of music streaming services.

15          203. Google is without knowledge or information sufficient to form a belief as to the  
16 truth of the allegations in Paragraph 203, and respectfully refers the Court to the cited document  
17 for a complete and accurate statement of its contents.

18          204. Google denies the allegations in Paragraph 204.

19          205. Google denies the allegations in Paragraph 205.

20          206. Google denies the allegations in Paragraph 206.

21          207. Google denies the allegations in Paragraph 207.

22          208. Google denies the allegations in Paragraph 208.

23          209. Google denies the allegations in Paragraph 209.

24          210. Google denies the allegations in Paragraph 210.

25          211. Google is without knowledge or information sufficient to form a belief as to the  
26 truth of the allegations in Paragraph 211.

27          212. Google denies the allegations in Paragraph 212.

28          213. Google denies the allegations in Paragraph 213.

1           214. Google denies the allegations in Paragraph 214, except that Google is without  
2 knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph  
3 214 about payment practices in other countries and the business models of developers.

4           215. Google denies the allegations in Paragraph 215.

5           216. Google denies the allegations in Paragraph 216.

6           217. Google denies the allegations in Paragraph 217.

7           218. Google denies the allegations in Paragraph 218, except that Google is without  
8 knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph  
9 218 about payment processing systems used on computers.

10          219. Google denies the allegations in Paragraph 219.

11          220. Google denies the allegations in Paragraph 220.

12          221. Google denies the allegations in Paragraph 221.

13          222. Google denies the allegations in Paragraph 222, except admits that one or more  
14 defendants receive payments from consumers through the Google Play Store.

15          223. Google denies the allegations in Paragraph 223, except admits that Google  
16 discloses the fees it charges consumers, and respectfully refers the Court to the cited documents  
17 for a complete and accurate statement of their contents.

18          224. Google denies the allegations in Paragraph 224.

19          225. Google denies the allegations in Paragraph 225.

20          226. Google denies the allegations in Paragraph 226, and respectfully refers the Court to  
21 the cited document for a complete and accurate statement of its contents.

22          227. Google denies the allegations in Paragraph 227.

23          228. Google denies the allegations in Paragraph 228, and respectfully refers the Court to  
24 the cited documents for a complete and accurate statement of their contents.

25          229. Google denies the allegations in Paragraph 229, except admits that Google looks  
26 out for users' best interests, and respectfully refers the Court to the cited documents for a complete  
27 and accurate statement of their contents.

28          230. Google denies the allegations in Paragraph 230.

1           231. Google denies the allegations in Paragraph 231.

2           232. Google admits that in 2008, one or more defendants launched Android Market.  
3 Google admits the remaining allegations of Paragraph 232, and respectfully refers the Court to the  
4 cited documents for a complete and accurate statement of their contents.

5           233. Google denies the allegations of Paragraph 233, except admits that one or more  
6 defendants have agreements with OEMs and MNOs, and is without knowledge or information  
7 sufficient to form a belief as to the truth of the allegations in Paragraph 233 about the bargaining  
8 power of OEMs and MNOs.

9           234. Google denies the allegations of Paragraph 234, and respectfully refers the Court to  
10 the cited document for a complete and accurate statement of its contents.

11           235. Google admits that Android is an “opensource platform” that is “available for  
12 anyone to view, download, modify, enhance, and redistribute,” and respectfully refers the Court to  
13 the cited document for a complete and accurate statement of its contents.

14           236. Google denies the allegations in Paragraph 236.

15           237. Google denies the allegations of Paragraph 237, and respectfully refers the Court to  
16 the cited documents for a complete and accurate statement of their contents.

17           238. Google denies the allegations of Paragraph 238, and respectfully refers the Court to  
18 the cited document for a complete and accurate statement of its contents.

19           239. Google denies the allegations in Paragraph 239 and respectfully refers the Court to  
20 the cited documents for a complete and accurate statement of their contents.

21           240. Google denies the allegations in Paragraph 240.

22           241. Google denies the allegations in Paragraph 241.

23           242. Google denies the allegations in Paragraph 242, except admits that one or more  
24 defendants launched the Google Play Store in 2012.

25           243. Google denies the allegations in Paragraph 243.

26           244. Google denies the allegations in Paragraph 244.

27           245. Google denies the allegations in Paragraph 245, and respectfully refers the Court to  
28 the cited documents for a complete and accurate statement of their contents.

1           246. Google denies the allegations in Paragraph 246.

2           247. Google denies the allegations in Paragraph 247, and respectfully refers the Court to  
3 the cited documents for a complete and accurate description of their contents.

4           248. Google denies the allegations in Paragraph 248.

5           249. Google denies the allegations in Paragraph 249.

6           250. Google denies the allegations in Paragraph 250.

7           251. Google denies the allegations in Paragraph 251.

8           252. Google denies the allegations in Paragraph 252.

9           253. Google reasserts and hereby incorporates by reference its responses to each  
10 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

11           254. The allegations in Paragraph 254 are legal conclusions not subject to admission or  
12 denial. To the extent a response is required, Google denies the allegations in Paragraph 254.

13           255. Google denies the allegations in Paragraph 255.

14           256. Google denies the allegations in Paragraph 256.

15           257. Google denies the allegations in Paragraph 257.

16           258. Google denies the allegations in Paragraph 258.

17           259. Google denies the allegations in Paragraph 259, except admits that it engages in  
18 interstate commerce.

19           260. Google denies the allegations in Paragraph 260.

20           261. Google denies the allegations in Paragraph 261.

21           262. Google denies the allegations in Paragraph 262.

22           263. Google denies the allegations in Paragraph 263.

23           264. Google reasserts and hereby incorporates by reference its responses to each  
24 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

25           265. The allegations in Paragraph 265 are legal conclusions not subject to admission or  
26 denial. To the extent a response is required, Google denies the allegations in Paragraph 265.

27           266. Google denies the allegations in Paragraph 266, except admits that one or more  
28 defendants have entered into agreements with OEMs.

1           267. Google denies the allegations in Paragraph 267.

2           268. Google denies the allegations in Paragraph 268.

3           269. Google denies the allegations in Paragraph 269, except admits that it engages in  
4 interstate commerce.

5           270. Google denies the allegations in Paragraph 270.

6           271. Google denies the allegations in Paragraph 271.

7           272. Google denies the allegations in Paragraph 272.

8           273. Google reasserts and hereby incorporates by reference its responses to each  
9 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

10          274. The allegations in Paragraph 274 are legal conclusions not subject to admission or  
11 denial. To the extent a response is required, Google denies the allegations in Paragraph 274.

12          275. Google denies the allegations in Paragraph 275, except admits that one or more  
13 defendants have entered into agreements with app developers, and respectfully refers the Court to  
14 the cited documents for a complete and accurate statement of their contents.

15          276. Google denies the allegations in Paragraph 276.

16          277. Google denies the allegations in Paragraph 277.

17          278. Google denies the allegations in Paragraph 278, except admits that it engages in  
18 interstate commerce.

19          279. Google denies the allegations in Paragraph 279.

20          280. Google denies the allegations in Paragraph 280.

21          281. Google denies the allegations in Paragraph 281.

22          282. Google reasserts and hereby incorporates by reference its responses to each  
23 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

24          283. The allegations in Paragraph 283 are legal conclusions not subject to admission or  
25 denial. To the extent a response is required, Google denies the allegations in Paragraph 283.

26          284. Google denies the allegations in Paragraph 284, except admits that one or more  
27 defendants have entered into agreements with app developers.

28          285. Google denies the allegations in Paragraph 285.

1           286. Google denies the allegations in Paragraph 286, except admits that Android users  
2 download Android-compatible mobile apps through the Google Play Store.

3           287. Google denies the allegations in Paragraph 287.

4           288. Google denies the allegations in Paragraph 288.

5           289. Google denies the allegations in Paragraph 289.

6           290. Google denies the allegations in Paragraph 290.

7           291. Google denies the allegations in Paragraph 291.

8           292. Google denies the allegations in Paragraph 292.

9           293. Google denies the allegations in Paragraph 293.

10          294. Google denies the allegations in Paragraph 294.

11          295. Google reasserts and hereby incorporates by reference its responses to each  
12 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

13          296. The allegations in Paragraph 296 are legal conclusions not subject to admission or  
14 denial. To the extent a response is required, Google denies the allegations in Paragraph 296.

15          297. Google denies the allegations in Paragraph 297.

16          298. Google denies the allegations in Paragraph 298.

17          299. Google denies the allegations in Paragraph 299.

18          300. Google denies the allegations in Paragraph 300.

19          301. Google denies the allegations in Paragraph 301, except admits that it engages in  
20 interstate commerce.

21          302. Google denies the allegations in Paragraph 302.

22          303. Google denies the allegations in Paragraph 303.

23          304. Google denies the allegations in Paragraph 304.

24          305. Google denies the allegations in Paragraph 305.

25          306. Google reasserts and hereby incorporates by reference its responses to each  
26 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

27          307. The allegations in Paragraph 307 are legal conclusions not subject to admission or  
28 denial. To the extent a response is required, Google denies the allegations in Paragraph 307.

1           308. Google denies the allegations in Paragraph 308, except admits that one or more  
2 defendants have entered into agreements with app developers.

3           309. Google admits the existence of the documents referenced in Paragraph 309 and  
4 respectfully refers the Court to the referenced documents for a complete and accurate statement of  
5 their contents.

6           310. Google denies the allegations in Paragraph 310.

7           311. Google denies the allegations in Paragraph 311, except admits that it engages in  
8 interstate commerce.

9           312. Google denies the allegations in Paragraph 312.

10          313. Google denies the allegations in Paragraph 313.

11          314. Google denies the allegations in Paragraph 314.

12          315. Google denies the allegations in Paragraph 315.

13          316. Google reasserts and hereby incorporates by reference its responses to each  
14 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

15          317. The allegations in Paragraph 317 are legal conclusions not subject to admission or  
16 denial. To the extent a response is required, Google denies the allegations in Paragraph 317.

17          318. Google denies the allegations in Paragraph 318.

18          319. Google denies the allegations in Paragraph 319, except admits that one or more  
19 defendants have entered into agreements with developers.

20          320. Google admits the existence of the document referenced in Paragraph 320 and  
21 respectfully refers the Court to the referenced documents for a complete and accurate statement of  
22 their contents.

23          321. Google admits the existence of the documents referenced in Paragraph 321 and  
24 respectfully refers the Court to the referenced documents for a complete and accurate statement of  
25 their contents.

26          322. Google admits the existence of the document referenced in Paragraph 322 and  
27 respectfully refers the Court to the referenced documents for a complete and accurate statement of  
28 their contents.

1           323. Google denies the allegations in Paragraph 323.

2           324. Google denies the allegations in Paragraph 324 and respectfully refers the Court to  
3 the referenced documents for a complete and accurate statement of their contents.

4           325. Google denies the allegations in Paragraph 325.

5           326. Google denies the allegations in Paragraph 326, except admits that it engages in  
6 interstate commerce.

7           327. Google denies the allegations in Paragraph 327.

8           328. Google denies the allegations in Paragraph 328.

9           329. Google denies the allegations in Paragraph 329.

10          330. Google denies the allegations in Paragraph 330.

11          331. Google reasserts and hereby incorporates by reference its responses to each  
12 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

13          332. Google denies the allegations in Paragraph 332.

14          333. The allegations in Paragraph 333 are legal conclusions not subject to admission or  
15 denial. To the extent a response is required, Google denies the allegations in Paragraph 333.

16          334. Google denies the allegations in Paragraph 334.

17          335. Google denies the allegations in Paragraph 335.

18          336. The allegations in Paragraph 336 are legal conclusions not subject to admission or  
19 denial. To the extent a response is required, Google denies the allegations in Paragraph 336.

20          337. Google reasserts and hereby incorporates by reference its responses to each  
21 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

22          338. Google denies the allegations in Paragraph 338.

23          339. The allegations in Paragraph 339 are legal conclusions not subject to admission or  
24 denial. To the extent a response is required, Google denies the allegations in Paragraph 339.

25          340. Google denies the allegations in Paragraph 340.

26          341. The allegations in Paragraph 341 are legal conclusions not subject to admission or  
27 denial. To the extent a response is required, Google denies the allegations in Paragraph 341.

28



1           342. Google reasserts and hereby incorporates by reference its responses to each  
2 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

3           343. Google denies the allegations in Paragraph 343.

4           344. The allegations in Paragraph 344 are legal conclusions not subject to admission or  
5 denial. To the extent a response is required, Google denies the allegations in Paragraph 344.

6           345. Google denies the allegations in Paragraph 345.

7           346. The allegations in Paragraph 346 are legal conclusions not subject to admission or  
8 denial. To the extent a response is required, Google denies the allegations in Paragraph 346.

9           347. Google reasserts and hereby incorporates by reference its responses to each  
10 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

11           348. Google denies the allegations in Paragraph 348.

12           349. Google denies the allegations in Paragraph 349.

13           350. The allegations in Paragraph 350 are legal conclusions not subject to admission or  
14 denial. To the extent a response is required, Google denies the allegations in Paragraph 350.

15           351. Google reasserts and hereby incorporates by reference its responses to each  
16 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

17           352. Google denies the allegations in Paragraph 352.

18           353. The allegations in Paragraph 353 are legal conclusions not subject to admission or  
19 denial. To the extent a response is required, Google denies the allegations in Paragraph 353.

20           354. Google denies the allegations in Paragraph 354.

21           355. The allegations in Paragraph 355 are legal conclusions not subject to admission or  
22 denial. To the extent a response is required, Google denies the allegations in Paragraph 355.

23           356. Google reasserts and hereby incorporates by reference its responses to each  
24 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

25           357. Google denies the allegations in Paragraph 357.

26           358. Google denies the allegations in Paragraph 358.

27           359. The allegations in Paragraph 359 are legal conclusions not subject to admission or  
28 denial. To the extent a response is required, Google denies the allegations in Paragraph 359.

1           360. Google denies the allegations in Paragraph 360.

2           361. Google denies the allegations in Paragraph 361.

3           362. The allegations in Paragraph 362 are legal conclusions not subject to admission or  
4 denial. To the extent a response is required, Google denies the allegations in Paragraph 362.

5           363. Google reasserts and hereby incorporates by reference its responses to each  
6 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

7           364. Google denies the allegations in Paragraph 364.

8           365. The allegations in Paragraph 365 are legal conclusions not subject to admission or  
9 denial. To the extent a response is required, Google denies the allegations in Paragraph 365.

10          366. Google reasserts and hereby incorporates by reference its responses to each  
11 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

12          367. Google denies the allegations in Paragraph 367.

13          368. The allegations in Paragraph 368 are legal conclusions not subject to admission or  
14 denial. To the extent a response is required, Google denies the allegations in Paragraph 368.

15          369. Google denies the allegations in Paragraph 369.

16          370. The allegations in Paragraph 370 are legal conclusions not subject to admission or  
17 denial. To the extent a response is required, Google denies the allegations in Paragraph 370.

18          371. Google reasserts and hereby incorporates by reference its responses to each  
19 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

20          372. Google denies the allegations in Paragraph 372.

21          373. The allegations in Paragraph 373 are legal conclusions not subject to admission or  
22 denial. To the extent a response is required, Google denies the allegations in Paragraph 373.

23          374. Google denies the allegations in Paragraph 374.

24          375. Google denies the allegations in Paragraph 375.

25          376. The allegations in Paragraph 376 are legal conclusions not subject to admission or  
26 denial. To the extent a response is required, Google denies the allegations in Paragraph 376.

27          377. Google reasserts and hereby incorporates by reference its responses to each  
28 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

1           378. Google denies the allegations in Paragraph 378.

2           379. The allegations in Paragraph 379 are legal conclusions not subject to admission or  
3 denial. To the extent a response is required, Google denies the allegations in Paragraph 379.

4           380. The allegations in Paragraph 380 are legal conclusions not subject to admission or  
5 denial. To the extent a response is required, Google denies the allegations in Paragraph 380.

6           381. Google reasserts and hereby incorporates by reference its responses to each  
7 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

8           382. Google denies the allegations in Paragraph 382.

9           383. The allegations in Paragraph 383 are legal conclusions not subject to admission or  
10 denial. To the extent a response is required, Google denies the allegations in Paragraph 383.

11          384. Google denies the allegations in Paragraph 384.

12          385. The allegations in Paragraph 385 are legal conclusions not subject to admission or  
13 denial. To the extent a response is required, Google denies the allegations in Paragraph 385.

14          386. Google reasserts and hereby incorporates by reference its responses to each  
15 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

16          387. Google denies the allegations in Paragraph 387.

17          388. The allegations in Paragraph 388 are legal conclusions not subject to admission or  
18 denial. To the extent a response is required, Google denies the allegations in Paragraph 388.

19          389. Google denies the allegations in Paragraph 389.

20          390. The allegations in Paragraph 390 are legal conclusions not subject to admission or  
21 denial. To the extent a response is required, Google denies the allegations in Paragraph 390.

22          391. Google reasserts and hereby incorporates by reference its responses to each  
23 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

24          392. Google denies the allegations in Paragraph 392.

25          393. Google denies the allegations in Paragraph 393.

26          394. The allegations in Paragraph 394 are legal conclusions not subject to admission or  
27 denial. To the extent a response is required, Google denies the allegations in Paragraph 394.

28          395. Google denies the allegations in Paragraph 395.

1           396. The allegations in Paragraph 396 are legal conclusions not subject to admission or  
2 denial. To the extent a response is required, Google denies the allegations in Paragraph 396.

3           397. Google reasserts and hereby incorporates by reference its responses to each  
4 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

5           398. Google denies the allegations in Paragraph 398.

6           399. The allegations in Paragraph 399 are legal conclusions not subject to admission or  
7 denial. To the extent a response is required, Google denies the allegations in Paragraph 399.

8           400. Google reasserts and hereby incorporates by reference its responses to each  
9 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

10          401. Google denies the allegations in Paragraph 401.

11          402. Google denies the allegations in Paragraph 402.

12          403. The allegations in Paragraph 403 are legal conclusions not subject to admission or  
13 denial. To the extent a response is required, Google denies the allegations in Paragraph 403.

14          404. Google admits the allegations in Paragraph 404 and avers that M.G.L. c. 93A, § 4  
15 provides that an action under that statute "may be brought in the superior court of the county  
16 where any one defendant resides or has his principal place of business, or in Suffolk county."

17          405. Google reasserts and hereby incorporates by reference its responses to each  
18 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

19          406. Google denies the allegations in Paragraph 406.

20          407. The allegations in Paragraph 407 are legal conclusions not subject to admission or  
21 denial. To the extent a response is required, Google denies the allegations in Paragraph 407.

22          408. Google reasserts and hereby incorporates by reference its responses to each  
23 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

24          409. Google denies the allegations in Paragraph 409.

25          410. The allegations in Paragraph 410 are legal conclusions not subject to admission or  
26 denial. To the extent a response is required, Google denies the allegations in Paragraph 410.

27          411. Google denies the allegations in Paragraph 411.

28

1           412. The allegations in Paragraph 412 are legal conclusions not subject to admission or  
2 denial. To the extent a response is required, Google denies the allegations in Paragraph 412.

3           413. The allegations in Paragraph 413 are legal conclusions not subject to admission or  
4 denial. To the extent a response is required, Google denies the allegations in Paragraph 413.

5           414. Google reasserts and hereby incorporates by reference its responses to each  
6 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

7           415. Google denies the allegations in Paragraph 415.

8           416. The allegations in Paragraph 416 are legal conclusions not subject to admission or  
9 denial. To the extent a response is required, Google denies the allegations in Paragraph 416.

10          417. Google denies the allegations in Paragraph 417.

11          418. The allegations in Paragraph 418 are legal conclusions not subject to admission or  
12 denial. To the extent a response is required, Google denies the allegations in Paragraph 418.

13          419. Google reasserts and hereby incorporates by reference its responses to each  
14 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

15          420. Google denies the allegations in Paragraph 420.

16          421. Google denies the allegations in Paragraph 421.

17          422. Google reasserts and hereby incorporates by reference its responses to each  
18 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

19          423. Google denies the allegations in Paragraph 423.

20          424. The allegations in Paragraph 424 are legal conclusions not subject to admission or  
21 denial. To the extent a response is required, Google denies the allegations in Paragraph 424.

22          425. Google reasserts and hereby incorporates by reference its responses to each  
23 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

24          426. Google denies the allegations in Paragraph 426.

25          427. The allegations in Paragraph 427 are legal conclusions not subject to admission or  
26 denial. To the extent a response is required, Google denies the allegations in Paragraph 427.

27          428. Google denies the allegations in Paragraph 428.

28

1           429. The allegations in Paragraph 429 are legal conclusions not subject to admission or  
2 denial. To the extent a response is required, Google denies the allegations in Paragraph 429.

3           430. Google reasserts and hereby incorporates by reference its responses to each  
4 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

5           431. Google denies the allegations in Paragraph 431.

6           432. The allegations in Paragraph 432 are legal conclusions not subject to admission or  
7 denial. To the extent a response is required, Google denies the allegations in Paragraph 432.

8           433. Google denies the allegations in Paragraph 433.

9           434. The allegations in Paragraph 434 are legal conclusions not subject to admission or  
10 denial. To the extent a response is required, Google denies the allegations in Paragraph 434.

11           435. Google reasserts and hereby incorporates by reference its responses to each  
12 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

13           436. Google denies the allegations in Paragraph 436.

14           437. The allegations in Paragraph 437 are legal conclusions not subject to admission or  
15 denial. To the extent a response is required, Google denies the allegations in Paragraph 437.

16           438. Google denies the allegations in Paragraph 438.

17           439. The allegations in Paragraph 439 are legal conclusions not subject to admission or  
18 denial. To the extent a response is required, Google denies the allegations in Paragraph 439.

19           440. Google reasserts and hereby incorporates by reference its responses to each  
20 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

21           441. Google denies the allegations in Paragraph 441.

22           442. Google denies the allegations in Paragraph 442.

23           443. The allegations in Paragraph 443 are legal conclusions not subject to admission or  
24 denial. To the extent a response is required, Google denies the allegations in Paragraph 443.

25           444. Google reasserts and hereby incorporates by reference its responses to each  
26 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

27           445. Google denies the allegations in Paragraph 445.

28

1           446. The allegations in Paragraph 446 are legal conclusions not subject to admission or  
2 denial. To the extent a response is required, Google denies the allegations in Paragraph 446.

3           447. Google denies the allegations in Paragraph 447.

4           448. The allegations in Paragraph 448 are legal conclusions not subject to admission or  
5 denial. To the extent a response is required, Google denies the allegations in Paragraph 448.

6           449. Google reasserts and hereby incorporates by reference its responses to each  
7 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

8           450. Google denies the allegations in Paragraph 450.

9           451. The allegations in Paragraph 451 are legal conclusions not subject to admission or  
10 denial. To the extent a response is required, Google denies the allegations in Paragraph 451.

11           452. Google denies the allegations in Paragraph 452.

12           453. The allegations in Paragraph 453 are legal conclusions not subject to admission or  
13 denial. To the extent a response is required, Google denies the allegations in Paragraph 453.

14           454. Google reasserts and hereby incorporates by reference its responses to each  
15 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

16           455. Google denies the allegations in Paragraph 455.

17           456. The allegations in Paragraph 456 are legal conclusions not subject to admission or  
18 denial. To the extent a response is required, Google denies the allegations in Paragraph 456.

19           457. Google denies the allegations in Paragraph 457.

20           458. The allegations in Paragraph 458 are legal conclusions not subject to admission or  
21 denial. To the extent a response is required, Google denies the allegations in Paragraph 458.

22           459. Google reasserts and hereby incorporates by reference its responses to each  
23 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

24           460. Google denies the allegations in Paragraph 460.

25           461. The allegations in Paragraph 461 are legal conclusions not subject to admission or  
26 denial. To the extent a response is required, Google denies the allegations in Paragraph 461.

27           462. Google reasserts and hereby incorporates by reference its responses to each  
28 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

1           463. Google denies the allegations in Paragraph 463.

2           464. The allegations in Paragraph 464 are legal conclusions not subject to admission or  
3 denial. To the extent a response is required, Google denies the allegations in Paragraph 464.

4           465. Google reasserts and hereby incorporates by reference its responses to each  
5 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

6           466. Google denies the allegations in Paragraph 466.

7           467. The allegations in Paragraph 467 are legal conclusions not subject to admission or  
8 denial. To the extent a response is required, Google denies the allegations in Paragraph 467.

9           468. Google denies the allegations in Paragraph 468.

10          469. The allegations in Paragraph 469 are legal conclusions not subject to admission or  
11 denial. To the extent a response is required, Google denies the allegations in Paragraph 469.

12          470. The allegations in Paragraph 470 are legal conclusions not subject to admission or  
13 denial. To the extent a response is required, Google denies the allegations in Paragraph 470.

14          471. Google reasserts and hereby incorporates by reference its responses to each  
15 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

16          472. Google denies the allegations in Paragraph 472.

17          473. The allegations in Paragraph 473 are legal conclusions not subject to admission or  
18 denial. To the extent a response is required, Google denies the allegations in Paragraph 473.

19          474. Google denies the allegations in Paragraph 474.

20          475. The allegations in Paragraph 475 are legal conclusions not subject to admission or  
21 denial. To the extent a response is required, Google denies the allegations in Paragraph 475.

22          476. The allegations in Paragraph 476 are legal conclusions not subject to admission or  
23 denial. To the extent a response is required, Google denies the allegations in Paragraph 476.

24          477. Google reasserts and hereby incorporates by reference its responses to each  
25 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

26          478. Google denies the allegations in Paragraph 478.

27          479. The allegations in Paragraph 479 are legal conclusions not subject to admission or  
28 denial. To the extent a response is required, Google denies the allegations in Paragraph 479.



1           480. Google reasserts and hereby incorporates by reference its responses to each  
2 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

3           481. Google denies the allegations in Paragraph 481.

4           482. The allegations in Paragraph 482 are legal conclusions not subject to admission or  
5 denial. To the extent a response is required, Google denies the allegations in Paragraph 482.

6           483. Google denies the allegations in Paragraph 483.

7           484. The allegations in Paragraph 484 are legal conclusions not subject to admission or  
8 denial. To the extent a response is required, Google denies the allegations in Paragraph 484.

9           485. Google reasserts and hereby incorporates by reference its responses to each  
10 Paragraph of Plaintiffs' Complaint, as though fully set forth herein.

11           486. Google denies the allegations in Paragraph 486.

12           487. The allegations in Paragraph 487 are legal conclusions not subject to admission or  
13 denial. To the extent a response is required, Google denies the allegations in Paragraph 487.

14           488. Google denies the allegations in Paragraph 488.

15           489. The allegations in Paragraph 489 are legal conclusions not subject to admission or  
16 denial. To the extent a response is required, Google denies the allegations in Paragraph 489.

17           490. Google denies the allegations in Paragraph 490.

18           491. The allegations in Paragraph 491 are legal conclusions not subject to admission or  
19 denial. To the extent a response is required, Google denies the allegations in Paragraph 491.

20           492. Google denies the allegations in Paragraph 492.

21           493. Google denies the allegations in Paragraph 493.

22           494. Google denies the allegations in Paragraph 494.

23           495. Google denies the allegations in Paragraph 495.

24           496. The allegations in Paragraph 496 are legal conclusions not subject to admission or  
25 denial. To the extent a response is required, Google denies the allegations in Paragraph 496.

26           **Answer to Plaintiffs' Prayer for Relief:** To the extent that an answer is required to the  
27 Prayer for Relief, Google denies the allegations contained therein. Google further states that  
28 Plaintiffs are not entitled to any remedies sought in the Complaint.

1           **Answer to Plaintiffs' Demand for a Jury Trial:** Google admits that Plaintiffs seek trial  
 2 by jury on issues so triable.

3                           **AFFIRMATIVE OR ALTERNATIVE DEFENSES**

4           In addition to the reasons stated above, Plaintiffs are not entitled to relief, and Google is  
 5 entitled to judgment in its favor and against Plaintiffs, on the basis of the following Affirmative or  
 6 Alternative Defenses, pleaded in the alternative to the extent they may be found to be  
 7 inconsistent. In asserting these defenses, Google does not assume the burden of proof on any  
 8 issue that would otherwise rest on Plaintiffs. Further, Google reserves all affirmative defenses  
 9 under Federal Rule of Civil Procedure 8(c) and state law and any other defenses, at law or in  
 10 equity that may now exist or in the future be available based on discovery and further factual  
 11 investigation in this case.

12                           **First Defense**

13                           **(Failure to State a Cause of Action)**

14           The Complaint fails to state a claim upon which relief can be granted.

15                           **Second Defense**

16                           **(Legitimate Business Justification, Good Faith)**

17           Any and all of Google's actions alleged by Plaintiffs were lawful, justified,  
 18 procompetitive, and carried out in good faith in Google's legitimate business interests and  
 19 constitute bona fide competitive activity, the benefits of which significantly outweigh any alleged  
 20 anticompetitive effects.

21                           **Third Defense**

22                           **(Relief Contrary to Public Interest, Inequitable, Impractical, and Unworkable)**

23           The relief sought by Plaintiffs would be contrary to the public interest, harm consumers,  
 24 and is otherwise inequitable, impractical, and unworkable.

25                           **Fourth Defense**

26                           **(Lack of *Parens Patriae* Standing)**

27           Plaintiffs lack standing to bring *parens patriae* claims under federal and state law.  
 28

**Fifth Defense**

**(No *Parens Patriae* Authority)**

Plaintiffs' *parens patriae* state law claims are barred in whole or in part because state law does not authorize such claims.

**Sixth Defense**

**(Failure to Join an Indispensable Party)**

The Complaint fails to join necessary and indispensable parties, including, but not limited to, consumers and developers of apps distributed for free on Google Play.

**Seventh Defense**

**(Foreign Trade Antitrust Improvements Act)**

Plaintiffs' claims are barred, in whole or in part, by the Foreign Trade Antitrust Improvements Act, 15 U.S.C. § 6a, insofar as Plaintiffs make claims concerning transactions or alleged conduct involving trade or commerce with foreign nations outside U.S. jurisdiction.

**Eighth Defense**

**(Mitigation of Damages)**

Plaintiffs' claims are barred, in whole or in part, by their failure to mitigate damages, if any.

**Ninth Defense**

**(*Noerr-Pennington* Doctrine)**

Plaintiffs' claims are barred, in whole or in part, by the *Noerr-Pennington* doctrine.

**Tenth Defense**

**(International Comity)**

Plaintiffs' claims are barred, in whole or in part, by the doctrine of international comity, insofar as Plaintiff seeks injunctive relief affecting transactions and conduct occurring outside U.S. jurisdiction.

**Eleventh Defense**

**(Failure to Comply with State Notice Requirements)**

Plaintiffs' claims are barred, in whole or in part, by failure to comply with pre-suit notice requirements under state law.

**Twelfth Defense**

**(Statute of Limitations)**

Plaintiffs' claims are barred in whole or in part by the statute of limitations applicable to their respective claims.

**Thirteenth Defense**

**(Dormant Commerce Clause)**

Plaintiffs' claims are barred in whole or in part by the Dormant Commerce Clause.

**RESERVATION OF DEFENSES**

Google reserves the right to assert additional defenses when it determines the particulars of Plaintiffs' claims, which are not apparent on the face of the Amended Complaint. Google reserves the right to amend this Answer to add, delete, or modify defenses based upon legal theories that may be or will be divulged through clarification of Plaintiffs' Complaint, through discovery, or through further legal analysis of Plaintiffs' position in this litigation.

**JURY DEMAND**

Google demands a trial by jury on all issues so triable.

1 Respectfully submitted,

2 Dated: October 11, 2021

**O'MELVENY & MYERS LLP**

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*Counsel for Defendants*

28 <sup>1</sup> *Pro hac vice* pending in Case No. 3:21-md-02981-JD.

**ECF ATTESTATION**

I hereby attest that concurrence in the filing of this document has been obtained from each of the other signatories hereto.

Dated: October 11, 2021

By: /s/ Ian Simmons  
Ian Simmons